



James P. Walle
Attorney

General Motors LLC
300 Renaissance Center
Mail Code: 482-C24-D84
Detroit, Michigan 48265-3000
Tel 313-665-4877
Fax 248-267-4433
james.walle@gm.com

CERTIFIED MAIL

May 19, 2014

Angeles Herrera
Assistant Director, Superfund Division
U.S. Environmental Protection Agency Reg.9
75 Hawthorne Street
San Francisco, CA 94105

Rachel Tennis, Esq.
Attorney-Advisor (ORC- 3-4)
U.S. Environmental Protection Agency Reg.9
75 Hawthorne Street
San Francisco, CA 94105

Re: Notice of Intent to Issue Special Notice Letters to the Yosemite Slough Site in San Francisco, California

Dear Ms. Herrera and Ms. Tennis,

Consistent with my May 15 and 16 e-mails to Ms. Tennis (copies attached), I am unable to accept service of EPA Region IX Assistant Director Herrera's May 15 "Notice of Intent to Issue Special Letters for the Yosemite Slough Site in San Francisco, CA" sent to me as "Former Counsel for General Motors Corporation" because 1) I do not represent General Motors Corporation; and 2) General Motors Corporation no longer exists. Therefore, I am returning Ms. Herrera's letter to EPA.

As I communicated by telephone and e-mail with Ms. Tennis last week, I handled CERCLA matters for General Motors Corporation up until July 10, 2009. However, with the sale of certain assets of Bankrupt General Motors Corporation to a new company, later known as General Motors Company and then re-organized with U.S. assets transferred to General Motors LLC, I now represent General Motors LLC and General Motors Company. (See July 10, 2009 Employment Offer to U.S. Salaried Employees and my business card.)

As I e-mailed Matt Low on March 20 and Ms. Tennis on May 15 and 16, the former General Motors Corporation (later known as Motors Liquidation Company [MLC]) dissolved on or about December 15, 2011. (See MLC's Form 8-K). That company has not existed for over two years.

On July 5, 2009 U.S. Bankruptcy Judge Robert Gerber approved the sale of certain MLC assets to a newly formed company ("new GM"). Judge Gerber's order states:

... the Purchased Assets shall be transferred to the Purchaser in accordance with the MPA [Master Sale and Purchase Agreement, which was attached to the Order], and, upon

Closing shall be free and clear of all liens, claims, encumbrances, and other interests of any kind whatsoever ... **including rights or claims based on any successor or transferee liability**....(Emphasis added; excerpt attached.)

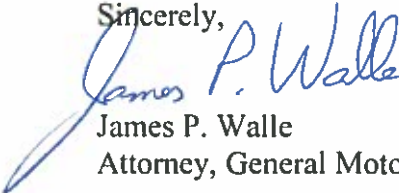
Section 2.3(b) of the June 26, 2009 Master Sale and Purchase Agreement states:

...Purchaser shall not assume, or become liable to pay, perform or discharge, any Liability of any Seller.... [N]either Purchaser nor any of its Affiliates shall assume, or be deemed to have assumed, any Indebtedness, Claim or other Liability of any Seller or any predecessor ... including the following ... (iv) all Liabilities ... (B) arising out of, relating to, in respect of or in connection with the transportation, **off-site storage or off-site disposal of any Hazardous Materials generated or located at any Transferred Real Property**....(Emphasis added; excerpt attached)

Thus new GM is not a successor to old GM / MLC and has no CERCLA liability for sites where waste from old GM was sent.

EPA Assistant Director Herrera noted that her letter follows a February 21, 2008 EPA letter to General Motors Corporation. New GM transferred historic CERCLA files to MLC in 2010. Since MCL dissolved in late 2011, I cannot forward EPA's May 15 correspondence. Consequently, I am returning it to Ms. Herrera. Please remove my name, and that of legal assistant Cassandra Weaver, from the Yosemite Slough Site data base. We will not be responding to future notices to General Motors Corporation or invitations to the dissolved company to participate in settlement discussions. If EPA believes new General Motors Company or LLC are potentially liable parties, please contact me in my capacity as attorney for these two companies.

Sincerely,



James P. Walle
Attorney, General Motors Company and LLC

Attachments

cc: Andrew Taylor, U.S. EPA – Region 9
Yvonne Fong U.S. EPA – Region 9
Thanne Berg, U.S. EPA – Region 9
David Batson, U.S. EPA Convening Neutral
Carl Garvey, Esq., RACER
Matt Low, Esq., Matt Low & Associates